

**UNANIMOUS WRITTEN CONSENT FOR
NORTHGATE PROPERTIES, INC.**

I, MARK KUBINSKI, declare under penalty of perjury that I am the President of NORTHGATE PROPERTIES, INC. (the "Corporation") and that on February 14, 2011 the following resolution was duly adopted by the Members of the Corporation:

"WHEREAS, the Corporation cannot satisfy its present obligations;

WHEREAS, the members believe it is in the best interests of the Corporation to file for bankruptcy protection under Chapter 11 of the Bankruptcy Code;

BE IT RESOLVED, the Corporation shall file a voluntary petition pursuant to Chapter 11 of the Bankruptcy Code; and

BE IT FURTHER RESOLVED, that MARK KUBINSKI, President of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case on behalf of the Corporation; and

BE IT FURTHER RESOLVED, that MARK KUBINSKI, President of this Corporation, is hereby authorized and directed to attend all legal proceedings on behalf of the Corporation and execute all documents and other instruments necessary to file and process the bankruptcy case.

BE IT FURTHER RESOLVED, that MARK KUBINSKI, President of this Corporation, is authorized and directed to employ KEVIN A. DARBY, ESQ. attorney and the law firm of Darby Law Practice, Ltd. to represent the Corporation in such bankruptcy case."

Client: NORTHGATE PROPERTIES, INC.

Date: _____

2/14/11

By: _____

MARK KUBINSKI, President
For: NORTHGATE PROPERTIES, INC.
Its: President